

**CONSENT OF THE BOARD OF DIRECTORS  
OF  
ICO NORTH AMERICA, INC.**

The Board of Directors of ICO North America, Inc., a Delaware corporation (the "Company") hereby adopts the following resolutions by unanimous written consent pursuant to Section 141 of the Delaware General Corporation Law, such resolutions to be effective as of the date set forth herein.

**Election Of Director To Fill Vacancy**

WHEREAS, the Board of Directors of the Company has considered and approved the offering for sale and the issuance of up to \$650,000,000 in an aggregate amount of Convertible Secured Notes Due 2009 (the "Notes") of the Company (the "Financing");

WHEREAS, pursuant to the Notes and the indenture governing the Notes (the "Indenture"), the holders of the Notes (the "Note Holders") are entitled to designate a director to sit on the Board of Directors of the Company; and

WHEREAS, the Note Holders have nominated John Urban to sit on the Board of Directors of the Company; and

WHEREAS, pursuant to the resolutions of the Board of Directors of the Company dated August 3, 2005, there is a vacancy on the Board of Directors of the Company;

IT IS THEREFORE:

RESOLVED, that John Urban is hereby appointed as a director of the Company, to be effective as of the closing of the offering of the Notes, to fill the vacancy on the Board of Directors and to serve until his successor is elected and qualified; and

FURTHER RESOLVED, that the actions of the directors, officers and agents of the Company heretofore taken with the purpose or effect of implementing the foregoing resolutions are hereby ratified and approved in all respects.

**Election Of Officer**

RESOLVED, that Donna Alderman is hereby elected to serve as Vice Chairman of the Board of Directors, to serve until the next annual meeting of the Board of Directors and until her successor is elected and qualified; and

FURTHER RESOLVED, that the directors of the Company hereby generally ratify and confirm all past acts of Donna Alderman as an officer of the Company prior to the date hereof, which are lawful and have been disclosed to the directors; and

FURTHER RESOLVED, that the actions of the directors, officers and agents of the Company heretofore taken with the purpose or effect of implementing the foregoing resolutions are hereby ratified and approved in all respects.

Approved and adopted as of August 11, 2005 to be effective as set forth above.

DIRECTORS

  
\_\_\_\_\_  
Craig McCaw

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Donna Alderman

\_\_\_\_\_  
David Wasserman

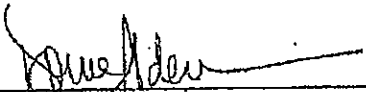
\_\_\_\_\_  
Gerry Salemme

\_\_\_\_\_  
Tim Bryan

Approved and adopted as of August 11<sup>th</sup>, 2005 to be effective as set forth above.

DIRECTORS

\_\_\_\_\_  
Craig McCaw

\_\_\_\_\_  
  
Donna Alderman

\_\_\_\_\_  
David Wasserman

\_\_\_\_\_  
Gerry Salemme

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Tim Bryan

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**DIRECTORS**

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Craig McCaw

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Donna Alderman



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David Wasserman

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Gerry Salernino

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Tim Bryan

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DIRECTORS

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Craig McCaw

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Donna Alderman

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David Wasserman

  
e Gerald Salame RGS

\_\_\_\_\_  
Tim Bryan

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**DIRECTORS**

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Craig McCaw

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Donna Alderman

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David Wasserman

\_\_\_\_\_  
Gerry Salemme

\_\_\_\_\_  
Tim Bryan

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, is written over the signature line for Tim Bryan.